

RECORDATION NO. 17398-C FILED

FEB 26 2004 9:44 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

February 25, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Termination, dated as of January 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease of Railroad Equipment previously filed with the Board under Recordation Number 17398.

The names and addresses of the parties to the enclosed document are:

Lessor: John Hancock Life Insurance Company  
200 Clarendon Street  
Boston, MA 02117

Lessee: Grand Trunk Western  
Railroad Incorporated  
P.O. Box 8100  
Montreal, PQ  
Canada H3C 3N4

A description of the railroad equipment covered by the enclosed document is:

20 locomotives (original marks and numbers): GTW 4618 – GTW 4626, GTW 5726  
– GTW 5734 and GTX 6203, GTW 6420.

Mr. Vernon A. Williams  
February 25, 2004  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

17398-C  
RECORDED & INDEXED FILED

FEB 26 '04 9:44 AM  
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE TERMINATION**  
dated as of January 2, 2004 between **John Hancock Life Insurance Company f/k/a John Hancock Mutual Life Insurance Company** ("JHL") and **Grand Trunk Western Railroad Incorporated** ("GTW").

**WHEREAS**, JHL as lessor and **Grand Trunk Western Railroad Company** (predecessor-in-interest to GTW) as lessee entered into a Lease of Railroad Equipment dated as of June 1, 1991 (the "Lease") covering the twenty (20) General Motors EMD diesel-electric locomotives more particularly specified on Schedule A hereto (the "Equipment");

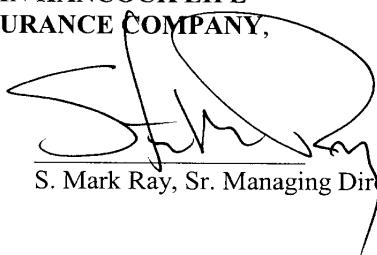
**WHEREAS**, i) on June 27, 1991 at 10:30 A.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 17398 and ii) on June 27, 1991 at 2:15 P.M., the Lease was deposited at the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

**IN WITNESS WHEREOF**, JHL and GTW wish to show for the public record that as of the date first above written:

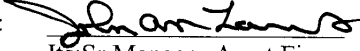
- 1) The Lease has been terminated effective as of the date hereof in respect of the Equipment;
- 2) JHL has sold the Equipment to GTW effective as of the date hereof;

and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized.

**JOHN HANCOCK LIFE  
INSURANCE COMPANY,**

By:   
Its: S. Mark Ray, Sr. Managing Director

**GRAND TRUNK WESTERN  
RAILROAD INCORPORATED,**

By:   
Its: Sr. Manager, Asset Finance

COMMONWEALTH OF MASSACHUSETTS )

) SS:

On this 10th day of January, 2004, before me personally appeared S. Mark Ray, to me personally known, who, being by me duly sworn, says that he / she is Sr. Managing Director of John Hancock Life Insurance Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: 11/27/09

[Notarial Seal]

PROVINCE OF QUEBEC )

) SS:

On this 12<sup>th</sup> day of January, 2004, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Grand Trunk Western Railroad Incorporated by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

~~Attorney / Avocat~~

Bar #: 188726-2

**Schedule A to Memorandum of Lease Termination**

Equipment Description

Twenty (20) General Motors EMD diesel-electric locomotives as described below:

<u>Locomotive Model</u>	<u>Original *</u> <u>Mark &amp; Number</u>		<u>Current</u> <u>Mark &amp; Number</u>	
GP9	GTW	4618	GTW	4618
GP9	GTW	4619	GTW	4619
GP9	GTW	4620	GTW	4620
GP9	GTW	4621	GTW	4621
GP9	GTW	4622	GTW	4622
GP9	GTW	4623	GTW	4623
GP9	GTW	4624	GTW	4624
GP9	GTW	4625	GTW	4625
GP9	GTW	4626	GTW	4626
GP38-2	GTW	5726	GTW	4926
GP38-2	GTW	5727	GTW	4927
GP38-2	GTW	5728	GTW	4928
GP38-2	GTW	5729	GTW	4929
GP38-2	GTW	5730	GTW	4930
GP38-2	GTW	5731	GTW	4931
GP38-2	GTW	5732	GTW	4932
GP38-2	GTW	5733	GTW	4933
GP38-2	GTW	5734	GTW	4934
GP38-2	GTW	6203	GTW	4996
GP40-2	GTW	6420	GTW	6420

\* On the date of the Lease.